

N04000005242

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

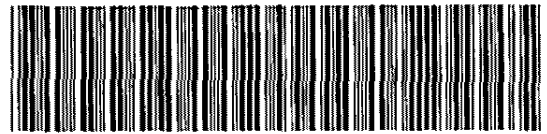
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

*Call when
Ready
212-0226
Noreen*

Office Use Only

[Signature]
5/25/04



600036238936

05/25/04--01046--022 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 MAY 24 P DIVISION OF CORPORATIONS

FILED

04 MAY 25 PM 1:58

Noreen Fenner

Requester's Name

200 W College Ste 311B

Address

TLH, FL 32301 212-0226

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Floridians First, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

Walk in

Pick up time

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS

Profit

Not for Profit

Limited Liability

Domestication

Other

AMENDMENTS

Amendment

Resignation of R.A., Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

OTHER FILINGS

Annual Report

Fictitious Name

REGISTRATION/QUALIFICATION

Foreign

Limited Partnership

Reinstatement

Trademark

Other

Plz call into

CR2E031(7/97)

Ready

212-0226

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
FLORIDIANS FIRST, INC.**

FILED
2004 MAY 24 P 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of the Corporation shall be FLORIDIANS FIRST, INC. and the address of the Corporation is 301 East Las Olas Boulevard, Suite 410, Fort Lauderdale, Florida 33301.

ARTICLE II

Nature of Business

The Corporation shall be organized as a not-for-profit corporation under chapter 617, Florida Statutes. The Corporation is organized and the purpose of the Corporation is to engage in exempt function activity as described in Section 527 of the Internal Revenue Code of the United States, which activities are exempt from taxation under such section. No part of the Corporation's earnings shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

ARTICLE III

Stock/Members

The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the bylaws of the Corporation. The initial member(s) of the Corporation shall be Heather L. Turnbull, Julio Jaramillo, Julio Naranjo and Jarnette G. Rodriguez.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Heather L. Turnbull
301 East Las Olas Blvd.
Suite 410
Ft. Lauderdale, Florida 33301

ARTICLE V

Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law. Upon dissolution of the Corporation, assets may be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for either charitable or social welfare purposes, having established its tax exempt status under either Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or may be distributed to a state or local government, for a public purpose. Upon dissolution of the Corporation, contributions to the Corporation, exclusive of earnings, may be distributed on a pro rata basis based upon original contribution amounts to the original contributor.

ARTICLE VI

Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 301 East Las Olas Boulevard, Suite 410, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at the above address shall be Heather L. Turnbull. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least three persons, the exact number to be determined from time to time in accordance with the By-Laws. The directors shall be elected as provided in the bylaws.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of four members. The name and street address of the members of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the members, and thereafter until their successors have been elected and qualified are as follows:

Heather L. Turnbull
301 East Las Olas Boulevard
Suite 410
Fort Lauderdale, Florida 33301

Julio Jaramillo
9155 South Dadeland Boulevard
#1208
Miami, Florida 33156

Julio Naranjo
12882 SW 60th Terrace
Miami, Florida 33183

Jarnette G. Rodriguez
1985 NW 88th Court
Suite 101
Doral, Florida 33172

ARTICLE IX

Officers

The corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Vice-Chairmen, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices.

ARTICLE X

Transactions in Which Directors

Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director (s) or officer (s) are present at or participate in the meeting of the board of Directors or a committee thereof which

authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or
- (2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer,

employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action,

suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XII

Financial Information

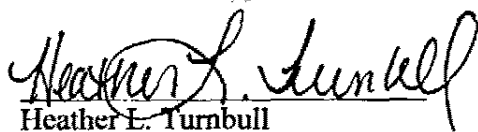
Except to the extent required by any agreement between the Corporation and its members, or as required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its members, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the members each year hereafter unless a resolution to the contrary has been adopted by the members.

ARTICLE XIII

Amendments

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

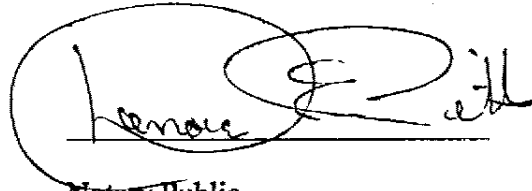
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his signature and seal this 24 day of May 2004.


Heather L. Turnbull

STATE OF FLORIDA

COUNTY OF Deeard

Heather L. Turnbull who is personally known to me acknowledged this instrument before me this 24th day of May, 2004.



Notary Public

My commission expires:

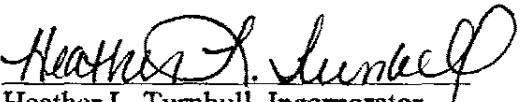


Lenora E. Pitts
Commission # DD 065735
Expires Nov 16, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

FLORIDIANS FIRST, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 301 East Las Olas Boulevard, Suite 410, Fort Lauderdale, Florida 33301 as its initial Registered Office and has named Heather L. Turnbull, located at said address, as its initial Registered Agent.


Heather L. Turnbull, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


Heather L. Turnbull

FILED
2009 MAY 24 P 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA